

# Exhibit 1

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**From:** Richard Markowitz <Rmarkowitz@argremgt.com>  
**Sent:** Wednesday, March 16, 2011 1:47 PM  
**To:** Ben-Jacob, Michael; ~LH If 03-22-2013 Tuchman, Louis; Wells, Peter  
**Cc:** John Van Merkensteijn, III; Jérôme LHOTE; Adam Larosa; Matthew Stein  
**Subject:** Re: Diagram for Transaction  
**Attachments:** Basic Structure PDF

Try this.

On 3/16/11 1:40 PM, "Michael Ben-Jacob" <[michael.ben-jacob@kayescholer.com](mailto:michael.ben-jacob@kayescholer.com)> wrote:

Richard,

I cannot open the attachment. Can you scan and send as a pdf?

Michael Ben-Jacob  
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**From:** Richard Markowitz [<mailto:Rmarkowitz@argremgt.com>]  
**Sent:** Wednesday, March 16, 2011 1:02 PM  
**To:** Ben-Jacob, Michael; Tuchman, Louis; Wells, Peter  
**Cc:** John Van Merkensteijn, III; Jérôme LHOTE; Adam Larosa; Matthew Stein  
**Subject:** Diagram for Transaction

Michael:

Attached please find a diagram for the major aspects of the transaction. Solo Capital has reviewed this. They also can provide a detailed summary of a trade, if needed. This takes you step by step through the orders to buy shares (and hedge) and then sell the shares (and unwind the hedge).

Also, with respect to the diagram, the other significant party is Acupay. As we discussed, they submit the requests to the German government for withholding tax refunds. A contract with Acupay will have to be signed by the Charity as well.

You can disclose the names of the investors.

Let us know if this diagram is helpful. We and Solo can obviously prepare the more detailed information when appropriate.

Thanks

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## STRUCTURE OF TRANSACTION

